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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MAD COW THEATRE, INC.

AUDIT NUMBER.....H98000019198

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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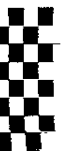
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ARTICLES OF INCORPORATION OF MAD COW THEATRE, INC., A FLORIDA
NONPROFIT CORPORATION.

④

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is Mad Cow Theatre, Inc.

The principal office of this corporation is: 146 Orange
Place, Maitland, Florida 32751.

The mailing address of this corporation is: 2010 Harrison
Avenue, Orlando, Florida 32804.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general
educational purposes pursuant to the Florida Corporations Not-for-
Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation
is formed are:

A. For the advancement of arts education and any other
related or corresponding charitable purposes by the distribution of
its funds for such purposes.

B. To conduct professional quality theatre activities such as
play presentations, the workshop of new and existing plays and play
readings for audiences of all ages.

C. To operate exclusively in any other manner for such
educational purposes as will qualify it as an exempt organization
under Section 501(c)(3) of the Internal Revenue Code of 1954, as
amended, or under any corresponding provisions of any subsequent
federal tax laws, covering the distributions to organizations
qualified as tax exempt organizations under the Internal Revenue
Code, as amended, including private foundations and private
operating foundations.

PREPARED BY: Roy R. Levine, Jr., Esquire
Florida Bar No.: 868401
255 South Orange Avenue
Suite 750
Orlando, Florida 32801
(407) 422-3116

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ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 146 Orange Place, Maitland, Florida 32751 on October 15th of each year at 4:00 p.m. or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the by-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and addresses of such initial members of the Board of Directors are as follows:

Trudy Bruner	2010 Harrison Avenue, Orlando, Florida 32804
Rick Stanley	411 Fletcher Place, Winter Park, Florida 32789
Rus Blackwell	1914 Florinda Drive, Orlando, Florida 32804
Alan Bruun	9701 Wild Oak Drive, Windermere, Florida 34786
Dennis Neal	103 Whitley Bay Lane, Longwood, Florida 32779

ARTICLE VI
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors

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shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
REGISTERED AGENT AND OFFICE

The name of the corporation's registered agent shall be Trudy Bruner and the address of its registered agent shall be 2010 Harrison Avenue, Orlando, Florida 32804.

ARTICLE VIII
INCORPORATOR

The name of the Incorporator shall be Trudy Bruner and the address of the incorporator is 2010 Harrison Avenue, Orlando, Florida 32804.

Trudy Bruner
Signature Incorporator
TRUDY BRUNER

Oct. 5, 1998
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Trudy Bruner
Signature Registered Agent

Oct. 5, 1998
Date

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